128/624

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SEC 1972 (6-02)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

## **ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.



# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

### FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE	ONLY	
Prefix		Serial
DATE R	CEIVE	D

[ ] Section 4(6)

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}	THOMSON	#

[]ULOE

OMB APPROVAL

0076

OMB Number: 3235-

Expires: May 31, 2005

Estimated average burden hours per response... 1

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.)	FINANCIAL
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Filing Under (Check box(es) that apply):	

[X ] Rule 506

Type of Filing: [X] New Filing [] Amendment

[ ] Rule 504

#### A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

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[ ] Rule 505

Name of Issuer ([ ] check if this is an amendment and name has changed, and indicate change.)
800 PACIFIC, LLC
Address of Executive Offices
17601 S. DENVER AVENUE; GARDENA, CALIFORNIA 90248
(Number and Street, City, State, Zip Code)
(310) 329-0102
Telephone Number (Including Area Code)
Address of Principal Business Operations
SAME
(Number and Street, City, State, Zip Code)
SAME
Telephone Number (Including Area Code) (if different from Executive Offices)
Brief Description of Business
REAL ESTATE
Type of Business Organization
[ ] corporation [ ] limited partnership, already formed [ X ] other (please specify): [ ] business trust [ ] limited partnership, to be formed LIMITED LIABILITY COMPANY
Month Year  Actual or Estimated Date of Incorporation JANUARY, 2004 [X] Actual [] Estimated or Organization:  Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:  CN for Canada; FN for other foreign jurisdiction) [C][A]

#### **GENERAL INSTRUCTIONS**

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under <u>Regulation D</u> or Section 4(6), 17 CFR 230.501 et seg. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

#### A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuers.

Check Box(es) that App	oly:						
[]	Promoter [ X]	Beneficial Owner	[X]	Executive Officer	[]	Director [ ]	General and/or Managing

							Partner
Full Name (Last name first, if indi	vidual)		остовной подпост		ордин (Совет Вон II — до Сорода		
Business or Residence Address (17601 S. DENVER AVENUE; GA			-		de)	Market in Application and the Section 2015 and the	
Check Box(es) that Apply: [ ] Promoter		eneficial wner	[]	Executive Officer	[]	Director[]	General and/or Managing Partner
Full Name (Last name first, if indi	vidual)						
Business or Residence Address	(Numbe	r and Stree	t, City	, State, Zip Co	de)		
Check Box(es) that Apply: [ ] Promoter		eneficial wner		Executive Officer	[ ]	Director[]	General and/or Managing Partner
Full Name (Last name first, if indi	ividual)		minum vin <del>u a z</del> o				
Business or Residence Address	(Numbe	r and Stree	t, City	, State, Zip Co	de)		
Check Box(es) that Apply: [ ] Promoter		eneficial wner	[ ]	Executive Officer	[ ]	Director[ ]	General and/or Managing Partner

Form D						Page 3 of 12
Full Name (Last name first, if ind	ividual)		ittina miner vide 1944 europeini 1944 ili vide minere vide 1944 europeini 1944			
Business or Residence Address	(Number and Stree	et, City, S	State, Zip Cod	de)		
Check Box(es) that Apply: [ ] Promote	r[] Beneficial Owner		Executive Officer	[ ]	Director[ ]	General and/or Managing Partner
Full Name (Last name first, if ind	ividual)	The second secon		1940) - A-40 (1959) (1944) V		
Business or Residence Address	(Number and Stree	et, City, S	State, Zip Cod	de)		
Check Box(es) that Apply: [ ] Promote	r[] Beneficial Owner		Executive Officer	[]	Director[]	General and/or Managing Partner
Full Name (Last name first, if ind	iividual)	en e	en Gran Anneau - Anneau - Anneau		<u>ң демін мійдорчы іншій хициндологий додног</u>	unungangan dikotomonandi alam suban aligung ti menggangan dikenggangan dikenggangan dikenggangan dikenggangan
Business or Residence Address	(Number and Stree	et, City, S	State, Zip Cod	de)		
Check Box(es) that Apply: [ ] Promote	r[] Beneficial Owner		Executive Officer	[]	Director[]	General and/or Managing Partner
Full Name (Last name first, if ind	lividual)					

Business or Residence Address (Number and Street, City, State, Zip Code)							
(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)							
B. INFORMATION ABOUT OFFERING							
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?  Yes  [ X ]  Answer also in Appendix, Column 2, if filing under ULOE.							
2. What is the minimum investment that will be accepted from any individual?							
3. Does the offering permit joint ownership of a single unit?							
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.							
Full Name (Last name first, if individual) UNKNOWN AT THIS TIME							
Business or Residence Address (Number and Street, City, State, Zip Code)							
Name of Associated Broker or Dealer							
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers							
(Check "All States" or check individual States)							
[AL] [AK] [AZ] X [AR] [CA] X [CO] X [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] X [KS] [KY] [LA] [ME] [MD] X [MA] [MI] [MN] X [MS] [MO] [MT] [NE] [NV] X [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] X [OR] X [PA] [RI] [SC] [SD] [TN] [TX] X [UT] [VT] X [VA] X [WA] X [WV] [WI] [WY] [PR]							

Full Na	me (Las	t name fi	rst, if ind	ividual)					on the second day of the second	INNOVICIONAL MARKETINA PARIL RECUESTO		
Busine	ss or Re	sidence .	Address	(Number	and Stre	eet, City,	State, Z	ip Code)				
Name	Name of Associated Broker or Dealer											
(Check		n Person tes" or ch					Solicit Pu	rchasers				
[AL] [AK] [IL] [MT] [RI]	[AZ] [IN] [NE] [SC]	[AR] [IA] [NV] [SD]	[CA] [KS] [NH] [TN]	[CO] [KY] [NJ]	[CT] [LA] [NM] [UT]	[DE] [ME] [NY] [VT]	[DC] [MD] [NC] [VA]	[FL] [MA] [ND] [WA]	[GA] [MI] [OH] [WV]	[HI] [MN] [OK] [WI]	[ID] [MS] [OR] [WY]	[MO] [PA] [PR]
Full Name (Last name first, if individual)												
Business or Residence Address (Number and Street, City, State, Zip Code)												
Name	of Assoc	iated Bro	oker or D	ealer			ringe may Lorin dere vermisse förer	And the second s		District Control of the Control of t	and a facility of the second of the second	
States	in Which	n Person	Listed H	as Solici	ted or Int	tends to	Solicit Pu	ırchasers	)			
	c "All Sta Il States	tes" or cl	heck indi	vidual St	ates)							
[AK] [IL] [MT] [RI]	[AZ] [IN] [NE] [SC]	[AR] [IA] [NV] [SD]	[CA] [KS] [NH] [TN]	[CO] [KY] [NJ] [TX]	[CT] [LA] [NM] [UT]	[DE] [ME] [NY] [VT]	[DC] [MD] [NC] [VA]	[FL] [MA] [ND] [WA]	[GA] [MI] [OH] [WV]	[HI] [MN] [OK] [WI]	[ID] [MS] [OR] [WY]	[MO] [PA] [PR]
(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)												

# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amoun "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the securities offered for exchange and already exchanged.	
Type of Security  Debt	Aggregate
Answer also in Appendix, Column 3, if filing under ULOE.  2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	
Accredited Investors	Number E Investors c \$
Total (for filings under Rule 504 only)	
Type of offering Rule 505 Regulation A Rule 504 Total	Type of Security
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	)
Transfer Agent's Fees  [ ]  Printing and Engraving Costs  Legal Fees  Accounting Fees  Engineering Fees	\$ NONE [ ] [ ] [ ] [ ]

Sales Commissions (specify finders' fees separa Other Expenses (identify) FINDERS FEES, IF U AS YET NO FINDERS FEES HAVE BEEN EXPENDED Total	SED, WOULD NOT EXCEED 5% BUT  [ ]  g price given in response to Part C - to Part C - Question 4.a. This er." oceeds to the issuer used or proposed to be a trnish an estimate and check the box to the le	ft of the estimat				
Salaries and fees	Pay Off Dire Affi	/ments to icers, ectors, & liates  S				
D. FEDEF	RAL SIGNATURE					
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.						
Issuer (Print or Type)						
800 PACIFIC, LLC						
Signature	Date					
/S/ BLAKE MITCHELL	JANUARY 27, 2004					
Name of Signer (Print or Type)	Title of Signer (Print or Type)					

BLAKE MITCHELL MANAGER	
ATTENTION  Intentional misstatements or omissions of fact constitute federal U.S.C. 1001.)	criminal violations. (See 18
E. STATE SIGNATURE	
1. Is any party described in 17 CFR 230.262 presently subject to any of the	•
rule? Yes	 No [ X] <sup></sup>
See Appendix, Column 5, for state respon	se.
2. The undersigned issuer hereby undertakes to furnish to any state adminis is filed, a notice on Form D (17 CFR 239,500) at such times as required by s	
3. The undersigned issuer hereby undertakes to furnish to the state administ information furnished by the issuer to offerees.	rators, upon written request,
4. The undersigned issuer represents that the issuer is familiar with the concentitled to the Uniform limited Offering Exemption (ULOE) of the state in whithat the issuer claiming the availability of this exemption has the burden of expension been satisfied.	ch this notice is filed and understands
The issuer has read this notification and knows the contents to be true and hasigned on its behalf by the undersigned duly authorized person.	as duly caused this notice to be
Issuer (Print or Type)	
800 PACIFIC, LLC	
Signature /S/ BLAKE MITCHELL Moly State	Date 2-32-04 JANUARY 27, 2004
Name of Signer (Print or Type)	Title of Signer (Print or Type)
BLAKE MITCHELL	MANAGER

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies

of the manually signed copy or bear typed or printed signatures.

## **APPENDIX**

1			<del> </del>				<del> </del>	
3		4	5 Disqualification					
Intend to sell to non- accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor a amount purchase (Part C-Item 2)	under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)				
				Number of Accredited		Number of Non- Accredited		
State	Yes	No		Investors	Amount	Investors	Amount	Yes
AL_								
AK								
AZ	YES		MEMBERSHIP UNITS IN LLC	UNKNOWN	UNKNOWN	UNKNOWN	UNKNOWN	N/A
AR								
CA	YES		MEMBERSHIP UNITS IN LLC	UNKNOWN	UNKNOWN	UNKNOWN	UNKNOWN	N/A
со	YES		MEMBERSHIP UNITS IN LLC	UNKNOWN	UNKNOWN	UNKNOWN	UNKNOWN	N/A
CT								
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GA								
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IL								
IZ	<u></u>			<b></b>				
IA	YES		MEMBERSHIP UNITS IN LLC	UNKNOWN	UNKNOWN	UNKNOWN	UNKNOWN	N/A
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MIN									
MO	MN	YES			UNKNOWN	UNKNOWN	UNKNOWN	UNKNOWN	N/A
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NV									
NH	NE								
NJ	NV	YES			UNKNOWN	UNKNOWN	UNKNOWN	UNKNOWN	N/A
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WY	W۷								
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PR	WY								
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http://www.sec.gov/divisions/corpfin/forms/formd.htm Last update: 06/06/2002